

Matthew D. Novello (P63269)  
MCALPINE & ASSOCIATES, P.C.  
3201 University Drive, Suite 100  
Auburn Hills, MI 48326  
Ph: (248) 373-3700  
Fax: (248) 373-3708  
[mdnovello@mcalpinelawfirm.com](mailto:mdnovello@mcalpinelawfirm.com)

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

MOTORS LIQUIDATION COMPANY,  
et. al, f/k/a GENERAL MOTORS CORP,  
*et al.*,

Debtor.

Bankruptcy Case No. 09-50026 (REG)  
Honorable Robert E. Gerber  
Chapter 11  
Jointly Administered

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**BRENCAL CONTRACTORS, INC. PRELIMINARY  
WITNESS AND EXHIBIT LIST**

**PLEASE TAKE NOTICE THAT** Brencal Contractors, Inc. ("Brencal"), by its counsel McAlpine & Associates, P.C., may call the witnesses and introduce the evidence identified below at the August 3, 2009 hearing [*see* Dkt. 3366] on its Objection to the Notice of (I) Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Dkt. 1838]. Brencal files this Witness and Exhibit List with the understanding that this is an objection to cure hearing, with virtually no discovery, and thereby reserves the right to supplement and amend this list.

1. Representatives, members and employees (both past and present) of Brencal Contractors, Inc, including but not limited to:
  - a. Charles J. Brickel;
  - b. Brian W. Brickel; and
  - c. Linda Ramsey.

2. Representatives, members and employees (both past and present) of General Motors Corp., including but not limited to:
  - a. Terry McGinnis.
3. Representatives, agents, members and employees of the following companies, contractors or subcontractors, including but not limited to:
  - a. Superior Electric Great Lakes Company;
  - b. PCI Industries;
  - c. Pontiac Ceiling & Partition Company;
  - d. NuVision Technologies;
  - e. Rand Environmental Services;
  - f. North Star Refrigeration, Heating & Cooling;
  - g. Vertex Steel, Inc.;
  - h. Facility Matrix Group;
  - i. MPS Group;
  - j. Russell Hardware Company;
  - k. Wm. Cook Fire Protection;
  - l. LaDuke Roofing;
  - m. John E. Green Company;
  - n. Musante Tile, Inc.; and
  - o. Building Accessories Corporation.
4. Any and all necessary lay and expert rebuttal and impeachment witnesses;
5. Any and all witnesses whose identity is made known during the course of discovery, hearings or trial;

6. Brencal may call as expert witnesses any and all expert witnesses identified by either of the defendants in this action; and

7. Brencal reserves the right to list additional fact and expert witnesses as they are determined to exist during the course of discovery or trial.

**EXHIBIT LIST**

1. The Contract Documents for the construction and renovation of the new GM Technology Center, Manufacturing Buildings B and C Renovations located in Warren, Michigan (the “Project”) at issue and all drafts and other written records of the negotiations.

2. Any and all contracts and/or agreements between Brencal and General Motors Corp. (“GM”) concerning the Project.

3. Any and all contracts and/or agreements between GM and the Project architect/engineer.

4. Any and all change orders, modifications, and/or alterations of any contracts/agreements between Brencal and GM concerning the Project.

5. Any and all field orders, change requests, engineering orders, and/or work orders that were issued, will be issued or are in dispute between Brencal and GM concerning the Project.

6. Bid specifications and related Contract Documents.

7. Project drawing sets.

8. Any and all documents evidencing and/or discussing the Project Drawings.

9. Any and all documents evidencing and/or discussing the Project drawings issued with the bidding documents.

10. Any and all documents evidencing and/or discussing the Project drawings issued for construction.

11. Any and all documents evidencing and/or discussing any changes to the Project drawings.
12. Project's For-Construction Drawings.
13. Project's As-Built Drawings.
14. Any and all Addendums for the Project and Contract Documents.
15. Any and all documents and correspondence evidencing and/or discussing Project Addendums.
16. Any and all Project Bulletins.
17. Any and all documents and correspondence evidencing and/or discussing Project Bulletins.
18. Any and all Project Requests for Information ("RFI").
19. Any and all documents and correspondence evidencing and/or discussing Project RFIs.
20. Any and all Project Change Order Requests issued by Bencal.
21. Any and all Project Constructive Change Directives issued by GM and/or GM representatives.
22. Any and all Change Orders for the Project.
23. Any and all documentation and correspondence evidencing and/or concerning Field Orders, Change Order Requests, Change Order Directives and/or Change Orders.
24. Any and all correspondence concerning the issuance of Bulletins and/or Requests for Information.
25. Any and all Project field orders.
26. Project bidding records.
27. Bencal's bid for the Project.

28. Brencal subcontractors' bids for the Project.
29. Bid tabulation information.
30. Any documents evidencing the design schedule.
31. Any documents evidencing the Project budget.
32. Any documents evidencing the Project design.
33. Any and all documents discussing the Project's bond.
34. Any and all documents discussing the Project's design changes, addendums, bulletins, and/or design requests.
35. Any and all documents discussing and/or evidencing submittals for the Project.
36. Any and all Project cost projections generated.
37. Correspondence, transmittals, and other written communications between Brencal and various Project participants, including Brencal's subcontractors.
38. Any and all e-mail exchanges governing the Project.
39. Correspondence, transmittals and other written communications between Oxford and/or Oxford representatives with third parties, including any other Project participants.
40. Construction schedules issued by the various parties governing the Project.
41. Meeting minutes, agendas, daily field reports, logs, journals and other documents which reflect or confirm events or communications in connection with the Project.
42. GM's accounting records associated with the Project, including information on subcontractor/supplier records, payment records, invoices, historical financial reports, balance sheets and other associated financial documents.

43. Brencal's accounting records associated with the Project, including information on subcontractor/supplier records, payment records, invoices, historical financial reports, balance sheets and other associated financial documents.
44. Project cost records for Brencal.
45. Daily reports for the Project filed by Project participants, including Brencal and GM.
46. Plans, drawings, prints and designs, including shop drawing submittals and approvals governing the Project.
47. Subcontracts and vendor contracts.
48. Punchlists on the Project.
49. Delivery documentation, including delivery tickets, bills of lading and transit vouchers.
50. Payroll and personnel records.
51. Change order requests, requests for changes, claim submittals and claim notification documentation.
52. Project cost and accounting records both at the field level and home office.
53. Project photographs.
54. Notes, memorandum and various other written records of meetings and oral conversations.
55. Calendars, journals, diaries and day planners reflecting the daily events of the Project.
56. Any and all schedules applicable to the Project.
57. Any and all scheduling analysis applicable to the Project.
58. Any and all expert analyses, reviews and or reports generated and applicable to the Project.

59. Submittal logs applicable to the Project.
60. Documents evidencing delays in responses to submittals.
61. Any and all bids applicable to the Project.
62. Any additional documents produced by the parties through discovery in this matter.
63. Any and all documents produced by the non-parties governing the Project.
64. Files and other documents to be provided by Oakland County and/or State of Michigan.
65. Files and documents contained within Brencal's files, including their suppliers and subcontractors' files.
66. Files and documents contained within GM's files, including their supplier and subcontractor's files.
67. Cancelled checks and other documents evidencing payment by GM and any Project participants and others.
68. Cancelled checks and other documents evidencing payment by Brencal for Project costs.
69. Sworn Statements governing the Project.
70. Payment applications, invoices, change orders and requests for change orders submitted by Brencal and Brencal's subcontractors.
71. Any and all statements or affidavits generated in this matter.
72. Any and all pleadings filed in this matter.
73. Documents produced by third parties.
74. Brencal reserves the right to supplement this listing as more information becomes available.

Respectfully submitted,

/s/ Matthew D. Novello (P63269)  
**MCALPINE & ASSOCIATES, P.C.**  
3201 University Drive, Suite 100  
Auburn Hills, MI 48326  
(248) 373-3700  
[mdnovello@mcalpinelawfirm.com](mailto:mdnovello@mcalpinelawfirm.com)

Dated: July 29, 2009